

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE**

In re:

AKORN HOLDING COMPANY LLC,
et al.,¹

Debtors.

Chapter 7

Case No. 23-10253 (KBO)

(Jointly Administered)

**THIRD AMENDED² NOTICE OF AGENDA FOR HEARING SCHEDULED
FOR MAY 30, 2023 AT 11:00 A.M. (PREVAILING EASTERN TIME), BEFORE THE
HONORABLE KAREN B. OWENS AT THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE, LOCATED AT 824 NORTH MARKET
STREET, 6TH FLOOR, COURTROOM NO. 3, WILMINGTON, DELAWARE 19801**

This hearing will be conducted in person. All parties, including witnesses, are expected to attend in person unless permitted to appear via Zoom. Participation at the in-person court proceeding using Zoom is allowed only in the following circumstances: (i) counsel for a party or a pro se litigant files a responsive pleading and intends to make only a limited argument; (ii) a party or a representative of a party is interested in observing the hearing; (iii) a party is proceeding in a claims allowance dispute on a pro se basis; (iv) an individual has a good faith health-related reason to participate remotely and has obtained permission from chambers to do so; or (v) other extenuating circumstances that warrant remote participation as may be determined by the Court.³

If appearance via Zoom is permitted, please use the following link to register for this hearing to appear via Zoom. All individuals participating by video must register at least two (2) hours prior to the hearing. After registering your appearance by Zoom, you will receive a confirmation email containing information about joining the hearing.

<https://debuscourts.zoomgov.com/meeting/register/vJlscOqrrTwHjfcPNTpl1ZcJFG10mFHWg>

Topic: Akorn Holding Company LLC *et al.* – Case No. 23-10253 (KBO)

When: May 30, 2023 at 11:00 a.m. (Prevailing Eastern Time)

**You must use your full name when registering and logging into Zoom or you will
not be granted access to the hearing.
CourtCall will NOT be used for this hearing.**

¹ The Debtors in these chapter 7 cases, along with the last four digits of their federal tax identification numbers, and cases numbers are Akorn Holding Company LLC (9190), Case No. 23-10253 (KBO); Akorn Intermediate Company LLC (6123), Case No. 23-10254 (KBO); and Akorn Operating Company LLC (6184), Case No. 23-10255. The Debtors' headquarters is located at 5605 CenterPoint Court, Gurnee, IL 60031.

² Amended Notice of Agenda items appear in **bold** text.

³ See Chambers Procedures of the Honorable Karen B. Owens dated October 3, 2022.

<https://www.deb.uscourts.gov/content/judge-karen-b-owens>

MATTERS BEING ADJOURNED:

1. Sale Hearing Regarding Trustee's Motion for Entry of (I) an Order (A) Approving Bidding Procedures in Connection with Sale of Substantially all of the Estates' Assets, (B) Scheduling an Auction and Hearing to Consider the Proposed Sale, and (C) Approving the Form and Manner of Notice Thereof; and (II) an Order (A) Approving the Sale, (B) Authorizing the Assumption and Assignment of Executory Contracts and Unexpired Leases, and (C) Granting Certain Related Relief (the "**Sale Motion**")
[Filed 4/20/2023; Docket No. [106](#)]

- Related Documents:
- (a) Entered Order Granting Trustee's Motion for Entry of an Order (A) Approving Bidding Procedures in Connection With Sale of Substantially All of the Estates' Assets, (B) Scheduling an Auction and Hearing to Consider the Proposed Sale, (C) Approving the Form and Manner of Notice Thereof, and (D) Granting Certain Related Relief (the "**Bidding Procedures Order**")
[Filed 4/28/2023; Docket No. [137](#)]
 - (b) Notice of Sale of Assets, Auction, and Sale Hearing
[Filed 5/1/2023; Docket No. [145](#)]
 - (c) Notice of Executory Contracts and Unexpired Leases that May be Assumed and Assigned, Pursuant to Section 365 of the Bankruptcy Code, in Connection with the Sale of Substantially all of the Debtors' Assets, and the Proposed Cure Amounts
[Filed 5/1/2023; Docket No. [146](#)]
 - (d) Notice of Successful Bidders and Alternate Bidders
[Filed 5/18/2023; Docket No. [204](#)]
 - (e) Notice of Adequate Assurance of Future Performance
[Filed 5/23/2023; Docket No. [227](#)]
 - (f) Declaration of Teva Pharmaceuticals, Inc. in Support of Trustee's Motion for Entry of (I) an Order (A) Approving Bidding Procedures in Connection with Sale of Substantially All of the Estates' Assets (B) Scheduling an Auction and Hearing to Consider the Proposed Sale, and (C) Approving the Form and Manner of Notice Thereof; and (II) An Order (A) Approving the Sale, (B) Authorizing the Assumption and Assignment of Executory Contracts and Unexpired Leases, and (C) Granting Certain Related Relief
[Filed 5/25/2023; Docket No. [238](#)]

Objection Deadlines:¹

Sale Objection Deadline:..... May 16, 2023

Objections to Proposed Cure Amounts
and Assumption/Assignment of
Executory Contracts/Leases:..... May 16, 2023²

Replies to Cure Objections and
Assumption/Assignment of Executory
Contracts/Leases:..... May 18, 2023

Objections under §365(f)(2) to
Assumption/Assignment of Executory at or before Sale
Contracts/Leases:..... Hearing

Replies to Objections under §365(f)(2)
to Assumption/Assignment of at or before Sale
Executory Contracts/Leases..... Hearing

Responses Received:

Status

- (g) Reservation of Rights of the Chubb Companies with Respect to Trustee's Motion for Entry of (I) an Order (A) Approving Bidding Procedures in Connection with Sale of Substantially all of the Estates' Assets, (B) Scheduling an Auction and Hearing to Consider the Proposed Sale, and (C) Approving the Form and Manner of Notice thereof; and (II) an Order (A) Approving the Sale, (B) Authorizing the Assumption and Assignment of Executory Contracts and Unexpired Leases, and (C) Granting Certain Related Relief
[Filed 5/3/2023; Docket No. [151](#)]

No purchaser is seeking assumption and/or assignment of contracts/agreements of Chubb Companies. Trustee will not be proceeding to seek assumption and/or assignment of contracts/agreements of Chubb Companies at the hearing.

¹ Objection Deadlines as provided in the Bidding Procedures Order.

² The Trustee has granted an extension to certain contract parties in an effort to consensually resolve informal inquiries regarding cure and/or assumption/ assignment of executory contracts and leases.

- (h) Objection of Creditor M. Jacob & Sons, d/b/a MJS Packaging, to Debtors' Proposed Cure Amount

[Filed 5/15/2023; Docket No. [173](#)]

No purchaser is seeking assumption and/or assignment of contracts/agreements of M. Jacob & Sons, d/b/a MJS Packaging. Trustee will not be proceeding to seek assumption and/or assignment of contracts/agreements of M. Jacob & Sons, d/b/a MJS Packaging at the hearing.

- (i) Oracle's Rights Reservation Regarding the Trustee's Sale Motion and Assumption Notice

[Filed 5/16/2023; Docket No. [179](#)]

No purchaser is seeking assumption and/or assignment contracts/agreements of Oracle. Trustee will not be proceeding to seek assumption and/or assignment of contracts/agreements of Oracle at the hearing.

- (j) Objection of Interior Specialty Construction, Inc. and Sullivan Contractors, LLC to Notice of Executory Contracts and Unexpired Leases that May be Assumed and Assigned, Pursuant to Section 365 of the Bankruptcy Code, in Connection with the Sale of Substantially all of the Debtors' Assets, and the Proposed Cure Amounts

[Filed 5/16/2023; Docket No. [180](#)]

No purchaser is seeking assumption and/or assignment of contracts/agreements of Interior Specialty Construction, Inc. and Sullivan Contractors, LLC. Trustee will not be proceeding to seek assumption and/or assignment of contracts/agreements of Interior Specialty Construction, Inc. and Sullivan Contractors, LLC at the hearing.

- (k) Objection of AmerisourceBergen Drug Corporation and Affiliates to Cure Amounts and Reservation of Rights
[Filed 5/16/2023; Docket No. [182](#)]

No purchaser is seeking assumption and/or assignment of contracts/agreements of AmerisourceBergen Drug Corporation et al. Trustee will not be proceeding to seek assumption and/or assignment of contracts/agreements of AmerisourceBergen Drug Corporation et al at the hearing.

- (l) Limited Objection and Reservation of Rights Regarding Notice of Executory Contracts and Unexpired Leases That May Be Assumed and Assigned, Pursuant to Section 365 of the Bankruptcy Code, in Connection With the Sale of Substantially All of the Debtors' Assets, and the Proposed Cure Amounts Filed by Thermo Fisher Scientific, Inc., Fisher Scientific Company, L.L.C., Patheon Manufacturing Services, L.L.C., Patheon Pharmaceuticals, Inc., Patheon, Inc., and PPD Development, LP (f/k/a PPD Development L.L.C.)
[Filed 5/16/2023; Docket No. [185](#)]

Matter will be heard with the adjourned hearing date for the Sale Motion. Purchaser (Hikma) seeks assignment of agreements with Patheon Manufacturing Services, L.L.C.

- (m) Objection of Teva Affiliates to Proposed Cure Amounts
[Filed 5/16/2023; Docket No. [186](#)]

No purchaser is seeking assumption and/or assignment of contracts/agreements of Teva Affiliates. Trustee will not be proceeding to seek assumption and/or assignment of contracts/agreements of Teva Affiliates at the hearing.

- (n) Objection of Creditor Henderson Constructors, Inc. to Debtors' Proposed Cure Amount and to Assumption and Assignment of Superseded Proposal

[Filed 5/16/2023; Docket No. [188](#)]

No purchaser is seeking assumption and/or assignment of contracts/agreements of Henderson Constructors, Inc. Trustee will not be proceeding to seek assumption and/or assignment of contracts/agreements of Henderson Constructors, Inc. at the hearing.

- (o) McKesson Corporation and Certain Corporate Affiliates' Objection to Proposed Assumption and Assignment of Executory Contracts and Reservation of Rights

[Filed 5/16/2023; Docket No. [189](#)]

No purchaser is seeking assumption and/or assignment of contracts/agreements of McKesson Corporation et al. Trustee will not be proceeding to seek assumption and/or assignment of contracts/agreements of McKesson Corporation et al at the hearing.

- (p) Reservation of Rights and Conditional Objection of Chicago Infill Industrial Properties LP and Westmount Realty Capital, LLC to Trustee's Motion to Sell Substantially all of the Debtors' Assets

[Filed 5/16/2023; Docket No. [190](#)]

Matter will be heard with the adjourned hearing date for the Sale Motion. Although no purchaser is seeking to assume or assign Vernon Hills lease, the landlord seeks concessions from the Trustee regarding removal of equipment from premises beyond the express terms of the lease.

- (q) Galenicum Health, S.L.U.'s Reservation of Rights and Objection to Cure and Assumption and Assignment

[Filed 5/16/2023; Docket No. [191](#)]

This matter is being adjourned to 6/8/2023 at 1:00 p.m.

- (r) Objection of Sofgen Pharmaceuticals LLC to Proposed Cure Amounts and Assignability of Contract
[Filed 5/16/2023; Docket No. [192](#)]

Matter will be heard with the adjourned hearing date for the Sale Motion.

Purchaser (Hikma) seeks assignment of agreements with Sofgen Pharmaceuticals LLC

- (s) Cardinal Health's Limited Objection and Reservation of Rights Regarding Notice of Executory Contracts and Unexpired Leases That May Be Assumed and Assigned, Pursuant to Section 365 of the Bankruptcy Code, in Connection With the Sale of Substantially All of the Debtors' Assets, and the Proposed Cure Amounts
[Filed 5/16/2023; Docket No. [193](#)]

No purchaser is seeking assumption and/or assignment of contracts/agreements of Cardinal Health. Trustee will not be proceeding to seek assumption and/or assignment of contracts/agreements of Cardinal Health at the hearing.

- (t) Protective Objection of Evoqua Water Technologies LLC to Notice of Sale of Assets, Auction and Sale Hearing
[Filed 5/16/2023; Docket No. [194](#)]

Matter will be heard with the adjourned hearing date for the Sale Motion.

- (u) Ladiant Biosciences Inc.'s Objection to the Trustees Notice of Executory Contracts and Unexpired Leases that May be Assumed and Assigned, Pursuant To Section 365 of the Bankruptcy Code, in Connection with the Sale of Substantially all of the Debtors Assets and the Proposed Cure Amounts
[Filed 5/16/2023; Docket No. [195](#)]

Matter will be heard with the adjourned hearing date for the Sale Motion.

Purchaser (Hikma) seeks assignment of agreements with Ladiant Biosciences Inc.

and

- (u-1) Notice of Filing Exhibit to Declaration in Support of Objection to the Trustee's Notice of Executory Contracts and Unexpired Leases that may be Assumed and Assigned, Pursuant to Section 365 of the Bankruptcy Code, in Connection with the Sale of Substantially all of the Debtors' Assets and the Proposed Cure Amounts filed by Ladiant Biosciences, Inc.
[Filed 5/25/2023; Docket No. [255](#)]

- (v) Limited Objection and Reservation of Rights of Thea Pharma Inc. and Laboratoires Théa Sas to the Trustee's (I) Cure Notice and (II) Sale Motion

[Filed 5/16/2023; Docket No. [196](#)]

No purchaser is seeking assumption and/or assignment of contracts/agreements of Thea Pharma Inc. and Laboratoires Théa Sas. Trustee will not be proceeding to seek assumption and/or assignment of contracts/agreements of Thea Pharma Inc. and Laboratoires Théa Sas at the hearing.

- (w) Objection of Managed Health Care Associates, Inc. to Notice of Executory Contracts and Unexpired Leases that May be Assumed and Assigned, Pursuant to Section 365 of the Bankruptcy Code, in Connection with the Sale of Substantially all of the Debtors' Assets, and the Proposed Cure Amounts

[Filed 5/19/2023; Docket No. [213](#)]

No purchaser is seeking assumption and/or assignment of contracts/agreements of Managed Health Care Associates, Inc. Trustee will not be proceeding to seek assumption and/or assignment of contracts/agreements of Managed Health Care Associates, Inc. at the hearing.

Status:

The hearing on the Trustee's Sale Motion is being adjourned approximately one (1) week subject to the Court's availability.

The hearing regarding Galenicum Health, S.L.U.'s Reservation of Rights and Objection to Cure and Assumption and Assignment is being adjourned to June 8, 2023 at 1:00 p.m.

See Agenda No. 1 attachment which reflects the status of the filed Asset Purchase Agreements and filed Declarations in Support of the Trustee's Sale Motion.

MATTERS GOING FORWARD:

2. **Trustee's Motion for Entry of Order (A) Approving Sale of Certain Inventory, Raw Materials and Equipment Free and Clear of Interests, and (B) Granting Related Relief (Buyer, Medtech Products, Inc.)**
[Filed 5/19/2023; Docket No. [217](#)]

Related Documents: (a) **Trustee's Motion to Shorten Notice Period and Schedule Expedited Hearing Regarding Trustee's Motion for Entry of Order (A) Approving Sale of Certain Inventory, Raw Materials and Equipment Free and Clear of Interests, and (B) Granting Related Relief**
[Filed 5/19/2023; Docket No. [219](#)]

(b) **Order Granting Trustees Motion to Shorten Notice Period and Schedule Expedited Hearing Regarding Trustees Motion for Entry of Order (A) Approving Sale of Certain Inventory, Raw Materials and Equipment Free and Clear of Interests, and (B) Granting Related Relief**
[Filed 5/22/2023; Docket No. [220](#)]

(c) **Declaration in Support of Trustee's Motion for Entry of Order (a) Approving Sale of Certain Inventory, Raw Materials and Equipment Free and Clear of Interests, and (B) Granting Related Relief**
[Filed 5/29/2023; Docket No. [286](#)]

Objection Deadline: At or prior to the hearing.

Responses Received: None as of this filing.

Status: This matter is going forward.

Dated: May 29, 2023
Wilmington, Delaware

COZEN O'CONNOR

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AGENDA ITEM NO. 1 ATTACHMENT

FILED ASSET PURCHASE AGREEMENTS AND DECLARATIONS IN SUPPORT OF SALE MOTION

	PURCHASER	APA Docket No.	Declaration Docket No.
1	Hikma Consortium Master APA	273	283
	(a) Hikma Pharmaceuticals USA Inc.	273	283
	(b) Alcon Pharmaceuticals LTD	273	283
	(c) Aurobindo Pharma USA, Inc.	273	283
	(d) Chartwell RX Sciences LLC	273	283
	(e) Epic Pharma LLC	273	283
	(f) Mission Pharmacal Company	273	283
	(g) PAI Holdings LLC d/b/a Pharmaceutical Associates, Inc.	273	283
	(h) Saptalis Pharmaceuticals, LLC	273	283
	(i) Sentiss AG	273	283
	(j) Stira Pharmaceuticals, LLC	273	283
2	Hikma Real Estate Purchase Agreement	274	281
3	ANI Pharmaceuticals, Inc.	266	275
4	Animal Health Acquisition Inc.	267	276
5	Domes Pharma S.A.	268	277
6	Long Grove Pharmaceuticals, LLC	269	278
7	Oak Tree Pharma LLC	270	279
8	Provepharm SAS	271	280
9	Teva Pharmaceuticals, Inc.	272	238
10	Cronus Pharma, LLC	282	284
11	Rising NewCo LLC Real Estate Purchase Agreement	Pending	Pending
12	Raisin Holdings, Inc.	Pending	Pending